

**INDIANA HOUSING AND COMMUNITY DEVELOPMENT AUTHORITY
AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009
SECTION 1602 TAX CREDIT EXCHANGE PROGRAM
CERTIFICATE OF RESOLUTIONS AND INCUMBENCY**

INDIANA HOUSING AND COMMUNITY DEVELOPMENT AUTHORITY, a public body corporate and politic of the State of Indiana ("**Lender**"), is relying hereon in making that certain loan ("**Loan**") in the aggregate principal amount of _____ **and No/100 Dollars (\$** _____ **) to** _____, a(n) limited partnership ("**Borrower**"), the undersigned _____ of _____ ("**Partner**"), the sole general partner of Borrower hereby certifies that: (a) he/she has custody of the company records of Partner and Borrower hereby certifies that: (a) he/she has custody of the company records of Partner and Borrower; (b) he/she is authorized to execute and deliver this certificate on behalf of Partner and Borrower; and (c) with reference to the Loan, the undersigned hereby further certifies to the following:

1. Attached hereto as Exhibit "A" is a true and correct copy of the Resolutions duly adopted by the [**Board of Directors/Members**] of Partner in conformity with the [**Articles of Incorporation/Organization**] and [**By-Laws/Operating Agreement**] of Partner and in accordance with the laws of the State of _____ by Written Consent of the Board of Directors In Lieu of a Meeting effective as of _____, 20_____. The Resolutions have not been altered, amended, modified, rescinded or repealed in any way and are in full force and effect on the date hereof.

2. Attached hereto as Exhibit "B" is a true and correct copy of the Resolutions duly adopted by the partners of Borrower in conformity with the Certificate of Limited Partnership and Partnership Agreement of Borrower and in accordance with the laws of the State of _____ by Written Consent of the Partners In Lieu of a Meeting effective as of _____, 20_____. The Resolutions have not been altered, amended, modified, rescinded or repealed in any way and are in full force and effect on the date hereof.

4. Borrower and Partner are each duly organized and validly existing under the laws of the State of _____

5. Borrower and Partner are duly authorized as a limited partnership in every jurisdiction in which they presently conduct business.

6. No proceedings are pending for the forfeiture of the Borrower's or Partner's Certificate of Limited Partnership and [**Certificate of Incorporation/Organization**], respectively, or for their dissolution, voluntarily or involuntarily.

7. There is no provision of the Certificate of Limited Partnership or Partnership Agreement of Borrower limiting the above-described Resolutions, or the power of the partners to pass the same and the Resolutions are in conformity with the provisions of Borrower's Certificate of Limited Partnership and Partnership Agreement and with proceedings of the partners.

8. There is no provision of the [**Articles of Incorporation/Organization**] or [**By-Laws/Operating Agreement**] of Partner limiting the above-described Resolutions, or the power of the **board of directors/members** to pass the same and the Resolutions are in conformity with the provisions of Partner's [**Articles of Incorporation/Organization and By-Laws/Operating Agreement**] and with proceedings of the [**board of directors/members**].

9. Neither Borrower or Partner has been served with notice of any suits or proceedings pending in any court of law or before any regulatory commission, board or other administrative

governmental agency against or affecting Borrower or Partner and, to the best knowledge of the undersigned, none are threatened that have not been reflected on the most recent financial statements of Borrower provided to Lender.

10. To the best knowledge of the undersigned, neither Borrower or Partner is the subject of any judgment or order of any governmental agency or entity or any court of law.

11. Borrower and Partner have all requisite power to carry on their businesses as they are now being conducted and as they are presently proposed to be conducted.

12. Attached hereto as Exhibit "C" and Exhibit "D", respectively, are true and correct copies of the Certificate of Limited Partnership together with any amendments thereto and the Partnership Agreement of Borrower as now in full force and effect.

13. Attached hereto as Exhibit "E" and Exhibit "F", respectively, are true and correct copies of the **[Articles of Incorporation/Organization]** together with any amendments thereto and the **[By-Laws/Operating Agreement]** of Partner as now in full force and effect.

14. Each of the undersigned officers of Partner is qualified to act in the present capacity in which he/she signs for Partner, and the signature appearing opposite his/her name below is his/her genuine signature.

Name

Signature

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, I have hereunto set my hand as a of Partner on the day
of , 20 .

By: ,

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